

RECORDATION NO. 14823-D
FILED

SEP 9 '98

1-30PM

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20006-2973

OF COUNSEL
URBAN A. LESTER

(202) 393-2266

FAX (202) 393-2156

September 9, 1998

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are four (4) copies of a Bill of Sale and Partial Release, dated as of August 4, 1998, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease and Security Agreement which were previously filed with the Commission under Recordation Number 14823.

The names and addresses of the parties to the enclosed document are:

Lessor: BNY Capital Resources Corporation
8400 East Prentice Avenue, Suite 816
Englewood, Colorado 80111

Security Trustee: Bank of New York
48 Wall Street
New York, New York

A description of the railroad equipment covered by the enclosed document is:

one (1) railcar GATX 61080

Mr. Vernon A. Williams
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Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/bg
Enclosures

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

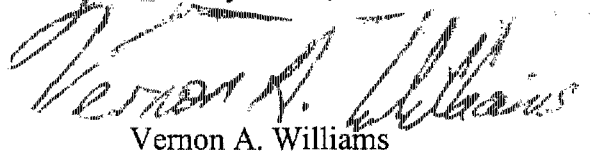
DATE: 9/9/98

Robert W. Alvord
Alvord And Alvord
918 Sixteenth Street, NW., Ste. 200
Washington, DC., 20006-2973

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301
and 49 CFR 1177.3(c), on 9/9/98 at 1:30PM, and
assigned recordation number(s). 14823-D and 21287-D.

Sincerely Yours,

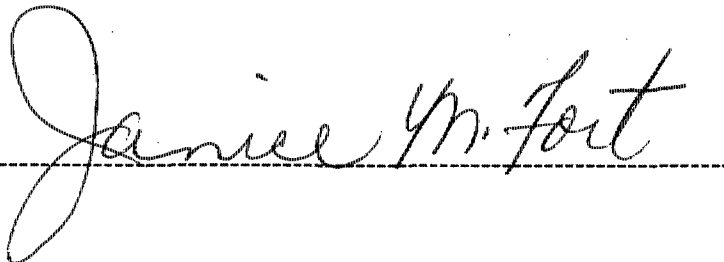

Vernon A. Williams

Enclosure(s)(2)

52.00

\$_____ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature



SEP 9 '98

1-30PM

BILL OF SALE AND PARTIAL RELEASE

BNY Capital Resource Corporation, not in its individual capacity, but solely as Lessor under GATC Trust 85-2, (the "Lessor") under an Equipment Lease Agreement (GATC Trust 85-2) dated as of October 25, 1985 (the "Lease") between the Lessor and General American Transportation Corporation (the "Lessee") does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcar designated as GATX 61080 (the "Unit") "as is," "where is," without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Unit and the obligation of the Lessee to pay rent for such Unit under the Lease has terminated.

Bank of New York, as Security Trustee (the "Security Trustee") under a Conditional Sale Agreement (GATC Trust 85-2) dated as of October 25, 1985 (the "Security Trustee") between the Lessor and the Security Trustee, hereby terminates, releases and discharges its security interest in the Unit under the Conditional Sale Agreement and hereby acknowledges that the Unit is no longer subject to the Lease.

Dated: 8/4/98

BNY Capital Resource Corporation,
not in its individual capacity, but
solely as Lessor

By: Alan Wang
Title: VP Asset Mgt

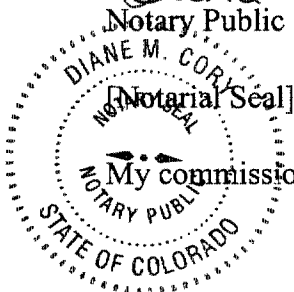
Bank of New York, as Security
Trustee

By: _____
Title: _____

State of Colorado)
) SS
County of Arapahoe)

On this 4th day of August, 1998, before me personally appeared Clair Wright, to me personally known, who being by me duly sworn, say that he/she is Vice President of BNY Capital Resource Corporation, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Diane M. Cory
Notary Public



State of New York)
) SS
County of)

On this _____ day of _____, 1998, before me personally appeared _____, to me personally known, who being by me duly sworn, say that he/she is _____ of Bank of New York, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires:

BILL OF SALE AND PARTIAL RELEASE

BNY Capital Resource Corporation, not in its individual capacity, but solely as Lessor under GATC Trust 85-2, (the "Lessor") under an Equipment Lease Agreement (GATC Trust 85-2) dated as of October 25, 1985 (the "Lease") between the Lessor and General American Transportation Corporation (the "Lessee") does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcar designated as GATX 61080 (the "Unit") "as is," "where is," without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Unit and the obligation of the Lessee to pay rent for such Unit under the Lease has terminated.

Bank of New York, as Security Trustee (the "Security Trustee") under a Conditional Sale Agreement (GATC Trust 85-2) dated as of October 25, 1985 (the "Security Trustee") between the Lessor and the Security Trustee, hereby terminates, releases and discharges its security interest in the Unit under the Conditional Sale Agreement and hereby acknowledges that the Unit is no longer subject to the Lease.

Dated: _____

BNY Capital Resource Corporation,
not in its individual capacity, but
solely as Lessor

By: _____
Title: _____

Bank of New York, as Security
Trustee

By: Thomas B. Zakrzewski
Title: THOMAS B. ZAKRZEWSKI
Assistant Vice President

State of Colorado)
) SS
County of)

On this _____ day of _____, 1998, before me personally appeared _____, to me personally known, who being by me duly sworn, say that he/she is _____ of BNY Capital Resource Corporation, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires:

State of New York)
) SS
County of)

On this 31 day of July, 1998, before me personally appeared THOMAS B. ZAKREWSKI, to me personally known, who being by me duly sworn, say that he/she is Asst. VICE President of Bank of New York, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

[Notarial Seal]

My commission expires:

WILLIAM J. CASSELES
Notary Public, State of New York
No. 01CA5027729
Qualified in Bronx County
Certificate Filed in New York County
Commission Expires May 16, 2000